

AMENDED AND RESTATED BYLAWS
OF
MOUNT TABOR ATHLETIC BOOSTERS, INC.
(North Carolina Nonprofit Corporation)

Article 1
Purpose and Corporate Powers

Section 1.01. General Purpose. The purposes for which Mount Tabor Athletic Boosters, Inc., a North Carolina nonprofit corporation (“**MTAB**”), was formed are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), and the purposes of MTAB are limited exclusively to the charitable and educational purposes set forth below. In carrying out such purposes, MTAB shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises, and other contributions for charitable and educational purposes, to hold and administer the funds and properties received and to expend, contribute, and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to or for the benefit of athletic programs at Mount Tabor High School in Winston Salem, North Carolina, or if not, then for the benefit of the Winston Salem Forsyth County School system, an instrumentality of the state of North Carolina other Section 501(c)(3) organizations organized and operated exclusively for charitable and educational purposes or specifically; *provided, however*, said powers and authorities shall be exercised only in furtherance of charitable and educational purposes.

Section 1.02. Primary Purposes. The primary purposes of MTAB are to promote and advance the athletic programs at Mount Tabor High School in Winston Salem, North Carolina through grants made to specific athletic programs in conjunction and coordination with the administration of Mount Tabor High School and the staff responsible for such athletic programs.

The full purposes of MTAB are set forth in its articles of incorporation, as amended from time to time. Notwithstanding any other provision of these Bylaws, MTAB shall not carry on any other activities not permitted to be carried on by an entity (a) exempt from federal income tax under Section 501(c)(3) of Code or (b) to which contributions are deductible under Section 170(e)(2) of the Code.

Section 1.03. Powers. MTAB shall have all of the powers, and be subject to the restrictions, of a corporation organized under the North Carolina Nonprofit Corporation Act, Chapter 55A-8, *North Carolina General Statutes*.

Article 2
Name and Office; Fiscal Year

Section 2.01. Name. The name of MTAB is “Mount Tabor Athletic Boosters, Inc.”

Section 2.02. Office. MTAB shall have offices at such places as the Board of Directors may from time to time appoint or the purposes of MTAB may require.

Section 2.03. Fiscal Year and Seasonal Year. The fiscal year of MTAB begins on July 1 of one calendar year and ends on June 30 of the following calendar year.

Article 3

Board of Directors

Section 3.01. Powers. All the corporate powers shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may, by resolution, delegate to committees of their own number, or to officers of MTAB, such authority as the Board of Directors may see fit.

Section 3.02. Number and Election.

(a) MTAB shall be managed and controlled by a Board of Directors. The number of directors shall be not less than five (5) nor more than thirty-three (33). Initially the number of directors is set at five (5), and, subject to the preceding sentence, the Board of Directors may by resolution increase or reduce the number of directors.

(b) Directors shall serve for staggered two (2) year terms, and each class shall be a nearly equal in number as practicable. Classes of directors shall be identified by the year in which their terms shall expire (for example, the directors in the class of 2024 shall have terms which expire on June 30, 2026, or, if later, the date on which the terms of their successors in office are designated to begin, as established by resolution of the Board of Directors).

Section 3.03. Eligibility. To be eligible to be appointed or reappointed as a director of MTAB, a candidate shall be a person who (a) has attained the age of 18 years, (b) is supportive of the objectives of MTAB and Mount Tabor High School, (c) is not disqualified by reason of holding any position at Mount Tabor High School or in another Winston Salem Forsyth County School, including but not limited to coaching, trainer, team manager, staff or board member; and, (d) is not disqualified by reason of prior misconduct of a criminal nature or involving abuse of minors, or for any other reason inconsistent with the applicable rules and regulations of Winston Salem Forsyth County Schools.

Section 3.04. Resignation. Any director may resign at any time by giving written notice of such resignation to the President (or, if the President, to all of the directors).

Section 3.05. Removal. Any director who (a) is absent without reasonable cause for more than two (2) consecutive regularly scheduled meetings of the Board of Directors, or (b) ceases to participate in the activities of MTAB for a period of three (3) consecutive months, or (c) has misappropriated or dealt in any dishonest or fraudulent manner with the property of MTAB, or (d) has acted in a manner which, if generally known in the community, would tend to discredit MTAB and its programs, may be removed by a vote of the majority of the remaining directors at a special meeting called for such purpose. Notice of the special meeting shall include specific notice of the proposal to remove the director and shall include a reasonably detailed description of the basis therefor.

Section 3.06. Vacancies. Any vacancy in the Board of Directors may be filled for the unexpired portion of the term by remaining directors at a meeting of the Board of Directors scheduled for such purposes. The Board of Directors, in its discretion, may leave a vacancy unfilled indefinitely. Each director appointed to fill a vacancy shall hold office for the unexpired portion of the term and his or her re-election or the election and qualification of his or her successor.

Section 3.07. Annual Meetings. The Board of Directors shall meet annually for the purposes of organization, the election of directors to replace those whose terms are expiring, and the transaction of such other business as may come before the Board of Directors. The annual meeting shall be held on a date designated by the President, which date shall be within sixty (60) days prior to the end of MTAB's fiscal year.

Section 3.08. Regular Meetings. The Board of Directors shall meet periodically between annual meetings not less than quarterly. The time, date and place of regularly scheduled meetings may be set by the President, who shall provide notice to the directors in accordance with Section 3.10. Alternatively, the time, date and place of regular meetings of the Board of Directors may be set by resolution of the Board of Directors, and in such case, no further notice shall be required.

Section 3.09. Special Meetings. Special meetings of the Board of Directors may be called by the President, and must be called by him or her on the written request of any two (2) directors. The date and time of special meetings may be set by the President, who shall provide notice to the directors in accordance with Section 3.10.

Section 3.10. Notice of Meetings. Notice of the date, time and place of all meetings, shall be given at least five (5) days before the meeting to the Board of Directors by personal delivery or (a) by first class mail addressed to the usual business or residence address of each director, or (b) by email addressed to the email address designated by the director as the notice address, or (c) by such other electronic means as the director shall have authorized (including texting) Notice may be waived by any director. Any business may be transacted at any meeting of the Board of Directors, except as otherwise provided for by statute or by these Bylaws.

Section 3.11. Quorum. At all meetings of the Board of Directors, a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent director.

Section 3.12. Decisions of the Board of Directors. Except as otherwise set forth by law or by these Bylaws decisions of the Board of Directors shall be by majority vote.

Section 3.13. Waiver of Notice. Whenever under the provision of any law or under the provisions of the Articles of Incorporation or Bylaws of MTAB, MTAB or the Board of Directors or any committee thereof is authorized to take any action after notice to the directors of MTAB or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action is completed, such requirements are waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken by his authorized attorney. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting was not lawfully called or convened.

Section 3.14. Constructive Presence at a Meeting; Proxy. Any director or member of a committee shall be deemed present at a meeting of the Board of Directors or a committee if a conference telephone or similar communication equipment is used, by means of which all persons participating in such meeting can speak and hear each other. Any director or member of a committee may deliver a proxy to the Board of Directors or any committee by signed writing to the Secretary or the chairman of any committee or by electronic communication capable of being preserved in the records of MTAB designating the director or member of any committee authorized to vote on any matters requiring a vote on behalf of the director or member of a committee granting such proxy.

Section 3.15. Director Conflict of Interest. No contract or other transaction between MTAB and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or her or their votes are counted for such purpose, if:

- (a) the contract or transaction is not prohibited or restricted under Article 7; and
- (b) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or
- (c) the contract or transaction is fair and reasonable as to MTAB at the time it is authorized by the Board or a committee.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

Article 4 Committees

Section 4.01. Standing Committees. The Board of Directors, by resolution adopted by the Board of Directors, may designate standing committees. Each of the standing committees shall have the power and authority set forth in these Bylaws or by resolution of the Board, subject to any limitations provided in Section 55A-8-25, *North Carolina General Statutes*. The Board of Directors, by resolution adopted in accordance herewith, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee. The number of members of each of the standing committees and their qualifications shall be as provided in resolution of the Board or the Committee Charter.

Section 4.02. Special Committees. The Board of Directors may, by resolution, from time to time create special committees to carry out specific tasks assigned by the Board. Each special committee shall have the power and authority set forth by resolution of the Board, subject to the limitations provided in these Bylaws or Section 55A-8-25, *North Carolina General Statutes*. Each special committee shall limit its activities to the task for which it was created and shall have no authority to act except as specially conferred upon it by resolution of the Board. The number of directors of the corporation on each special committee and their qualifications shall be as adopted by resolution of the Board. The Board may dissolve any special committee at any time by resolution.

Section 4.03. Advisory Commissions. The President or the Board of Directors may from time to time appoint such advisory commissions as deemed appropriate, consisting of directors or persons who are not directors, but such advisory commissions shall not be deemed committees of the Board and shall not exercise any powers of the Board. Notice of, and procedures for, meetings of advisory commissions shall be as prescribed by the President of each such advisory commission, and meetings of advisory commissions may be called by the President, the Board of Directors.

Section 4.04. Committee Authority and Oversight. All committees shall be subject to the control and general supervision of the Board. Each committee shall have the authority and responsibilities specified in these Bylaws, by resolution of the Board; *provided, however*, that no committee shall have

authority to (a) amend these Bylaws or the Articles of Incorporation of MTAB, (b) exercise any powers of the Board to elect, appoint, or remove directors or any of the officers of MTAB, or (c) adopt a plan of merger or consolidation of MTAB.

Section 4.05. Quorum and Voting. A majority of the members of any committee constitutes a quorum for the carrying out of the committee's functions and actions. An act of the majority of the committee members present at a meeting of the committee at which a quorum is present constitutes an act of the committee.

Section 4.06. Records of Proceedings. Each committee shall keep a record of its proceedings and shall appoint a secretary of the committee for that purpose.

Article 5 Officers

Section 5.01. Number. The officers of MTAB shall be a President, a Vice President, a Secretary, a Treasurer, and any number of Vice Presidents, Assistant Secretaries, or Assistant Treasurers as the Board of Directors may from time to time by resolution authorize. MTAB shall also have such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any two offices may be held by the same person.

Section 5.02. Appointment and Term of Office. Subject to the authority of the Board of Directors by resolution to designate the officer positions at any time, directors may be appointed to an officer position upon their election to the Board, and shall serve in such officer position for one (1) year or for such shorter period as is determined by the Board of Directors. Unless the Board of Directors, by resolution, changes a director's officer position, officers shall hold office for their term as a director and until their successors are elected and qualified or for such shorter period as is determined by the Board of Directors.

Section 5.03. Vacancies. In case any office of MTAB becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the election and qualification of his or her successor.

Section 5.04. President. The President shall preside at all meetings of the Board of Directors. He or she shall have and exercise general charge and supervision over the affairs of MTAB and shall do and perform such other duties as may be assigned to him or her by the Board of Directors.

Section 5.05. Vice President. The Vice President shall assist the President in his or her duties and shall have and exercise such authority over the affairs of MTAB as may be assigned by these Bylaws or by the Board of Directors and, in the absence of the President, shall preside at meetings of the Board of Directors.

Section 5.06. Vice Presidents. The MTAB may have one or more other Vice Presidents (*i.e.*, in addition to the Vice President, who shall have and exercise such authority over the affairs of MTAB may be assigned by these Bylaws or by the Board of Directors.

Section 5.07. Secretary. The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine. He or she shall attend and keep the minutes of all meetings of the Board of Directors. He or she shall keep a record, containing the names, alphabetically arranged, of all persons who are members of MTAB, showing their places of residence, and such book shall be open for

inspection as prescribed by law. He or she may sign with the President, a Vice President, in the name and on behalf of MTAB, any contract or agreement authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he or she may affix the seal of MTAB. He or she shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him or her by the Board of Directors.

Section 5.08. Treasurer. The Treasurer has supervisory responsibility for the custody of all corporate funds, securities, valuable papers and financial records, will ensure that MTAB keeps full and accurate accounts of receipts and disbursements, and will render accounts thereof at such times as the Board of Directors requests. Funds of MTAB may be disbursed by any commercially reasonable means, executed by such officer(s) or other person(s) as the Articles of Incorporation or the Board of Directors specifically authorize. The Treasurer will generally supervise the accounting and bookkeeping of MTAB, will regularly report to the Board of Directors as to the financial condition and results of operation of MTAB, and will have such other powers and duties as the Board of Directors Chair may prescribe. With approval of the Board of Directors, the Treasurer may delegate to employees of MTAB any of the foregoing duties, including the issuance of payments of money, as the Treasurer designates in writing. All such delegations will be recorded among the Board of Directors' permanent record.

Section 5.09. Compensation. Officers and directors shall not receive any compensation for their services as officers or directors; however, MTAB may reimburse officers and directors for their reasonable expenses incurred in attending meetings of MTAB and in furtherance of the activities of MTAB. The Board of Directors may adopt policies for the reimbursement of expenses of officers and directors.

Article 6 Investments

MTAB shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investment which a trustee is or may be permitted by law to make or by any similar restriction, *provided, however*, that no action shall be taken by or on behalf of MTAB if such action is a prohibited transaction or would result in the denial of a tax exemption under Section 503 or Section 507 of the Code and the regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

Article 7 Contracts, Loans, Checks and Deposits

Section 7.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the MTAB, and such authority may be general or confined to specific instances.

Section 7.02. Loans. No loans shall be contracted on behalf of MTAB and no evidence of indebtedness shall be issued in its name.

Section 7.03. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of MTAB shall be signed by such officer or officers, agent or agents of MTAB and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7.04. Deposits. All funds of MTAB not otherwise employed shall be deposited from time to time to the credit of MTAB in such banks, trust companies or other depositories as the Board of Directors may select.

Article 8 Restrictions

Section 8.01. Prohibition Against Private Benefit. No member, director, officer or employee of, or member of a committee of, or person connected with MTAB, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of MTAB, provided that this shall not prevent the payment of reasonable compensation for services rendered to or for MTAB in effecting any of its purposes. No member, director, officer or employee of, or member of a committee of, or person connected with MTAB, or any other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of MTAB. Upon dissolution or winding up of the affairs of MTAB, whether voluntary or involuntary, the assets of MTAB, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over to Mount Tabor High School, Winston Salem, North Carolina, or, if not, then to Winston Salem Forsyth County Schools or the successor thereto as established under North Carolina law.

Section 8.02. Exempt Activities. Notwithstanding any other provisions of these Bylaws, no member, director, officer, employee or representative of MTAB shall take any action or carry on any activity by or on behalf of MTAB not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Article 9 Indemnification

MTAB shall, to the fullest extent permitted or required by the Statute (as defined below), indemnify each director and officer (or former director and officer) against any and all liabilities, and advance any and all reasonable expenses as incurred by such director or officer, arising out of or in connection with any proceeding to which such director or officer is a party because he or she is or was a director or officer of MTAB. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses to which such person may be entitled under any written agreement, board resolution, vote of members, the Statute or otherwise. MTAB may, but shall not be required to, supplement the right to indemnification against liability and advancement of expenses under this Article 10 by the purchase of insurance on behalf of any one or more of such persons, whether or not MTAB would be obligated to indemnify such person under this Article 10. The term “Statute,” as used in this Article 9, shall mean Section 55A-8-52 and Section 55A-8-53 of the North Carolina Not for Profit Corporation Act. Any amendment to this Article 9 that limits or reduces the indemnification provided to directors and officers shall not be applicable with respect to directors and officers whose terms of office have expired prior to the date of the amendment.

Article 10 Interpretation

For purposes of these Bylaws: (a) the words “include,” “includes” and “including” shall be deemed to be followed by the words “without limitation”; (b) the word “or” is not exclusive; and (c) the words “herein,” “hereof,” “hereby,” “hereto” and “hereunder” refer to these Bylaws as a whole. The definitions given for any defined terms in these Bylaws shall apply equally to both the singular and plural forms of the

terms defined. Whenever the context may require, any pronoun shall include the corresponding masculine, feminine, non-binary, and neuter forms. Unless the context otherwise requires, references herein: (x) to Articles and Sections mean the articles and sections of these Bylaws; (y) to an agreement, instrument, or other document means such agreement, instrument, or other document as amended, supplemented, or modified from time to time to the extent permitted by the provisions thereof; and (z) to a statute means such statute as amended from time to time and includes any successor legislation thereto and any rules or regulations promulgated thereunder.

Article 11

Amendments to Bylaws

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of MTAB by the vote of two-thirds (2/3) of the members of the Board of Directors then in office.

Attestation

I hereby attest that the foregoing Amended and Restated Bylaws were duly adopted on August 5, 2024.

By: 
[INSERT SECRETARY]
Secretary of MTAB
Rachel Adams